

NOTICE OF ANNUAL GENERAL MEETING

THE FERTILISER ASSOCIATION OF INDIA (Company Limited by Guarantee)

Licensed Under Section 26 of the Indian Companies Act, 1913 corresponding to
Section 8 of the Companies Act 2013:

Regd. Office: FAI House, 10, Shaheed Jit Singh Marg, New Delhi 110067, INDIA

CIN: U85300DL 1955NPL002999

Phone No. : 011-46005204, 011-26567144, Email: secy@faidelhi.org, website: www.faidelhi.org

Notice is hereby given that pursuant to the provisions of the Companies Act, 2013 and MCA circular dated 05.05.2020 read with other circulars dated 08.04.2020, 13.04.2020, 31.12.2020, 13.1.2021, 05.05.2022, 28.12.2022 and 25.09.2023, the Company is intending to conduct the 69th Annual General Meeting (AGM) of the Members of The Fertiliser Association of India (FAI) on Monday, the 23rd September, 2024 at 11.00 am through Video Conference (VC) in accordance with the provisions of aforesaid circulars to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Association including the Balance Sheet as at the 31st March, 2024 and Income and Expenditure Account for the financial year ended on the 31st March, 2024 and the Report of the Board of Directors and Auditors thereon.

2. To Re-appoint Directors of the Association:

In accordance with Section 152 and any other applicable provisions of Companies Act, 2013 and Article 83 of the Articles of Association of FAI, the following Directors retire by rotation and being eligible and qualified offer themselves for re-appointment in accordance with Article 85 of the Articles of Association of FAI:

- (i) Dr. P.S. Gahlaut (DIN 00049401) representative of M/s Indian Potash Limited (IPL), to represent the interests of potassic fertiliser manufacturers.
- (ii) Mr. Akshay Poddar, (DIN: 00008686) representative of M/s Zuari Agro Chemicals Limited. (ZACL) to represent the interests of nitrogenous and complex fertiliser manufacturers.
- (iii) Mr. Shailesh Khaitan (DIN 00041247) representative of M/s Khaitan Chemicals & Fertilizers Limited. (KCFL) to represent the interests of super phosphate manufacturers.
- (iv) Mr. Challa Narasimha Reddy, (DIN: 02466228) representative of M/s Jubilant Agri and Consumer Products Limited. (JACPL) to represent the interests of super phosphate manufacturers.
- (v) Mr. R. K. Chopra, (DIN: 06969911) representing M/s Kribhco Fertilizers Limited (KFL) to represent the interests of nitrogenous and complex fertiliser manufacturers.
- (vi) Mr. Sanjiv Kanwar, (DIN:03379055) representing M/s Yara Fertiliser India Pvt. Limited to represent the interests of nitrogenous and complex fertiliser manufacturers.

SPECIAL BUSINESS

3. Regularization of Directors appointed by the Board

- (i) To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, Mr. S. V. Varma (DIN: 08589717) representing M/s Gujarat State Fertilizers and Chemicals Limited (GSFC), who was appointed by the Board of Directors of FAI w.e.f. 21.07.2022, in a casual vacancy and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director, liable to retire by rotation, to represent the interest of nitrogenous and complex fertiliser manufacturers”.

- (ii) To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, Mr. Rajveer Singh (DIN - 07515336), representing M/s Indorama India Private Limited. who was appointed by the Board of Directors of FAI w.e.f. 14.07.2023, in a casual vacancy and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director, liable to retire by rotation, to represent the interest of nitrogenous and complex fertiliser manufacturers”.

- (iii) To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, Mr. Abhay Baijal (DIN: 01588087) representing M/s Chambal Fertilisers and Chemicals Limited (CFCL), who was appointed by the Board of Directors of FAI w.e.f. 15th September 2023, as

an Additional Director and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director, liable to retire by rotation, to represent the interest of nitrogenous and complex fertiliser manufacturers”.

- (iv) To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, appointment of Mr. E. Balu (DIN: 08773795) representative of M/s Southern Petrochemical Industries Corporation Ltd., (SPIC), who was appointed by the Board of Directors of FAI w.e.f. 15th September 2023 as an Additional Director and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director, liable to retire by rotation, to represent the interest of nitrogenous and complex fertiliser manufacturers”.

- (v) To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, appointment of Mr. Rohit Gupta (DIN: 10606543) representative of M/s National Co-operative Development Corporation (NCDC), who was appointed by the Board of Directors of FAI w.e.f. 19th April, 2024 as an Additional Director and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director, liable to retire by rotation, to represent the interest of Associate Members”.

- (vi) To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, appointment of Mr. Manoj Kumar Jain (DIN: 10690782) representative of M/s Madras Fertilizers Limited, (MFL), who was appointed by the Board of Directors of FAI w.e.f. 12th August, 2024 as an Additional Director and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director, liable to retire by rotation, to represent the interest of nitrogenous and complex fertiliser manufacturers”.

4. a) Assessment of dues for the year 1st April, 2025 to 31st March, 2026

Sl. No.	Member Category	Proposed dues
(i)	Associate Members	INR 20,000/-*
(ii)	Overseas Associate Members	US \$ 2000/-*
(iii)	Technical & Professional Associate Members	INR 500/-*
*Plus applicable GST.		

- b) To consider and adopt the budget of the Association for the year 1st April, 2025 to 31st March, 2026 (Annexure).

By Order of the Board
Sd/-
D. Ramakrishnan
Secretary

New Delhi
5th September, 2024

NOTES:

- The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Special Business listed in items 3 & 4 of the Notice is annexed hereto and forms part of this Notice.
- The Report of the Board of Directors and the Report of the Auditors with the Audited Balance Sheet as at 31st March, 2024, Income and Expenditure Account for the year ended 31st March, 2024 and the Schedules A to F forming part of the Accounts are given in the pages from 106 to 121.
- In terms of Ministry of Corporate Affairs (“MCA”) Circular No. 20/2020 dated 5th May, 2020 read with Circulars dated 08.04.2020, 13.04.2020, 31.12.2020, 13.1.2021, 05.05.2022, 28.12.2022 and 25.09.2023, physical presence of the Members at common venue of Annual General Meeting (AGM) is not mandatory and being conducted through Video Conference (“VC”). The deemed venue for the AGM shall be the Registered Office of the Company.
- The Members are hereby informed that pursuant to the problems in the postal services in the Country and in compliance with the aforementioned circulars, the notices of virtual AGM shall be sent to all the members through email who have registered the same with the Company. Please note that members who do not register their email addresses shall not be able to receive notice of AGM and hence shall not be able to participate in the Meeting. The Notice of AGM, Auditors Report, Audited Balance Sheet, Income & Expenditure A/C for the year 2023-24 and Budget for the year 2025-26 are also be available on the website of the Company at www.faidelhi.org and by clicking the documents name given in the email.
- In order to enable the Company to comply with MCA circulars issued for holding AGM via VC and to participate in the green initiative in Corporate Governance the members who have not yet registered their e- mail ids with the Company may contact at Mobile No 9871383782, on secy@faidelhi.org or 01146005204 for registering their e- mail ids.
- Since the ensuing AGM is being held pursuant to the MCA Circulars through VC which does not require physical attendance of Members at the AGM, the facility to appoint proxy by the Members will not be available for this AGM and therefore, Proxy Form and Attendance Slip are not annexed to this Notice.
- Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc. authorizing its representative to attend the AGM through VC on its behalf and to vote thereat by show of hands. The said Resolution/Authorization shall be sent by email to the Company at secy@faidelhi.org.
9. Members may send their questions in advance mentioning their name, email id, mobile number and Membership details. The same will be replied by the company suitably.
10. Relevant documents referred to in this Notice are available for inspection electronically without any fee by the Members on all business days (except Saturday, Sunday and Public Holidays) upto the date of AGM. The details of Directors maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection electronically by the members during the AGM. Members seeking to inspect such documents may send request from their email id registered with the Company to the Company at secy@faidelhi.org.
11. Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice.
12. Voting at AGM
Every Active Member present in the Meeting shall have one vote by show of hands. The Company shall be providing the facility of voting through Show of Hands during the meeting as provided by the Articles of Association of FAI. The members shall raise their hand when the Chairman requests the member for vote on the particular business.
13. Associate Members, Overseas Associate Members, Technical and Professional Associate Members shall not be entitled to

any voting rights but shall be entitled to receive notice and to be present at the Meeting of the Association.

PROCEDURE FOR JOINING THE AGM THROUGH VC THROUGH WEBEX:

1. The Company is providing VC/OAVM facility to its Members for participating at the AGM.
 - a) Members will be able to attend the AGM through VC at the link
https://teams.microsoft.com/l/meetup-join/19%3ameeting_YjA3ZTRkZjEtOWIxNC00YzIyLTg4NDItODZhMWMjMzTI2YTZl%40thread.v2/0?context=%7b%22tid%22%3a%22d911c55b-37c3-4e20-b1a4-d58dd277b997%22%2c%22oid%22%3a%22711d1101-3140-4b84-a019-0550f6131dd5%22%7d
Go to the email in which the link is received and click the link given in your email and join the Meeting by giving i) Your Name with Company's Name and ii) Email id.
 - b) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - c) Members who need assistance before or during the AGM can contact Mr. Kuldeep Sati, at email id; stat@faidelhi.org, or call at 9818862585/Mr. Ajay Kumar at his Mobile No. 9350006750/Mr. Ajendra Bhargav at email: it@faidelhi.org or Call 7042400122.
 - d) Members who would like to express their views or ask questions during the AGM may do so by sending their queries on e-mail id of company secy@faidelhi.org

EXPLANATORY STATEMENT

Notice Item No.3(i)

Mr. S.V. Varma (DIN: 08589717) representing M/s Gujarat State Fertilizers and Chemicals Limited (GSFC), was appointed as a Director in casual vacancy by the Board of Directors at its meeting held on 21.07.2022 in place of Shri S.P. Yadav. A person who has been appointed as Director in casual vacancy holds office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated. The Board of Directors of FAI in its meeting held on 12th August 2023 have approved the proposal for the appointment of Shri S. V. Varma as a Rotational Director in the AGM. Shri S. V. Varma will be re-appointed as a Rotational Director.

None of the Directors except Shri S. V. Varma himself is concerned or interested in the resolution.

Notice Item No. 3(ii)

Mr. Rajveer Singh (DIN - 07515336) representing M/s Indorama India Private Limited, was appointed as a Director in casual vacancy by the Board of Directors at its meeting held on 14.07.2023 in place of Shri Ashwini Hiran. A person who has been appointed as Director in casual vacancy holds office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated. The Board of Directors of FAI in its meeting held on 12th August 2023 have approved the proposal for the appointment of Shri. Rajveer Singh as a Rotational Director in the AGM. Shri. Rajveer Singh will be re-appointed as a Rotational Director

None of the Directors except Shri. Rajveer Singh himself is concerned or interested in the resolution.

Notice Item No. 3(iii)

Mr. Abhay Bajjal (DIN: 01588087) representing M/s Chambal Fertilisers and Chemicals Limited

(CFCL), was appointed as an Additional Director by the Board of Directors of FAI in its meeting held on 15th September 2023. The Board of Directors of FAI in its meeting held on 12th August 2023 have approved the proposal for the appointment of Shri Abhay Bajjal as a Rotational Director in the AGM.

None of the Directors except Shri Abhay Bajjal himself is concerned or interested in the resolution.

Notice Item No. 3(iv)

Mr. E. Balu (DIN: 08773795) representing M/s Southern Petrochemical Industries Corporation Ltd, (SPIC), was appointed as an Additional Director by the Board of Directors of FAI in its meeting held on 15th September 2023. The Board of Directors of FAI in its meeting held on 12th August 2023 have approved the proposal for the appointment of Shri E. Balu as a Rotational Director in the AGM.

None of the Directors except Shri E. Balu himself is concerned or interested in the resolution.

Notice Item No. 3(v)

Mr. Rohit Gupta (DIN:10606543) representing M/s National Co-operative Development Corporation (NCDC), was appointed as an Additional Director by the Board of Directors of FAI in its meeting held on 19th April, 2024. The Board of Directors of FAI in its meeting held on 12th August 2023 have approved the proposal for the appointment of Shri Rohit Gupta as a Rotational Director in the AGM.

None of the Directors except Shri Rohit Gupta himself is concerned or interested in the resolution.

Notice Item No. 3(vi)

Mr. Manoj Kumar Jain (DIN: 10690782) representing M/s Madras Fertilizers Limited, (MFL), was appointed as an Additional Director

by the Board of Directors of FAI in its meeting held on 12th August, 2024. The Board of Directors of FAI in its meeting held on 12th August 2023 have approved the proposal for the appointment of Shri Rohit Gupta as a Rotational Director in the AGM.

None of the Directors except Shri. Manoj Kumar Jain himself is concerned or interested in the resolution.

Notice Item No.4

(a) The assessment dues for Associate, Overseas Associate and Technical and Professional Associate Members have to be determined by the Board and approved at the AGM under Article 19

of the Articles of Association of FAI. The proposed rates of membership subscription for the year 2025-26 have been approved by the Board on 12th August, 2024 and the same are given in the AGM Notice.

(b) The Budget for the year 2025-26 is placed before the General Body for ratification after approval of the Board of Directors in accordance with clause 18 of the Articles of Association. The proposed Budget has been approved by the Board in its meeting held on the 12th August, 2024.

The Board commends the Resolutions set out at Item no. 5 of the Notice for approval by the Members.

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Annexure to AGM Notice for Agenda Item No.5(b)

The Fertiliser Association of India

Budget for the year 1st April, 2025 to 31st March, 2026

(Rupees in lakh)

A	INCOME	B	EXPENDITURE
	ANNUAL FEES	(a)	Personnel
	Active members		1. Director General
	293.16		67.09
	Associate members (National)		2. Central Office
	40.00		652.95
	Overseas Associate members		3. Eastern Region
	30.00		51.89
	Technical & Professional Associate Members		4. Southern Region
	2.10		44.26
	Website Receipts		5. Western Region
	18.00		16.57
	ENTRANCE FEE		6. Northern Region
	Active Members		18.16
	0.02		TOTAL
	Associate Members		850.92
	0.10	(b)	OTHER EXPENSES
	MISCELLANEOUS INCOME	1	Administrative
	1 Income from Advertisement Sale & Subscription to Journals & Books		i) Central
	60.15		286.65
	a) Central		ii) Regional
	17.00		18.47
	b) Regional	2	Publications
	2 Surplus of Training Courses (Excluding Overhead Costs)		i) Central
	75.00		41.30
	3 Interest on Deposit & Staff Advance		ii) Regional
	135.00		11.94
	4 Income from Annual Seminar	3	Liability for DDA & MCD Taxes etc.
	600.00		4.00
	5 Property Income		TOTAL
	0.00		362.36
	6 Miscellouns Receipts		GRANT TOTAL (a +b)
	2.00		1213.28
	TOTAL		INCOME - EXPENDITURE A - B
	1272.53	C	59.25
			CAPITAL EXPENDITURE BUDGET
			i) Central
			35.00
			ii) Regional
			3.50
			TOTAL
			38.50